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## *Counsel for the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |                      |
|--|----------------------|
| In re:   | X                    |
| MPM Silicones, LLC, <u>et al.</u> , <sup>1</sup>   | Chapter 11           |
| Debtors.   |                      |
|  |                      |
| MOMENTIVE PERFORMANCE MATERIALS INC., MOMENTIVE PERFORMANCE MATERIALS WORLDWIDE INC.,                | Adversary Proceeding |
| MOMENTIVE PERFORMANCE MATERIALS USA INC., JUNIPER BOND HOLDINGS I LLC,                               | No. 14-08227 (RDD)   |
| JUNIPER BOND HOLDINGS II LLC, JUNIPER BOND HOLDINGS III LLC, JUNIPER BOND HOLDINGS IV LLC, MOMENTIVE |                      |
| PERFORMANCE MATERIALS QUARTZ, INC.,  |                      |
| MPM SILICONES, LLC, MOMENTIVE  |                      |
| PERFORMANCE MATERIALS SOUTH AMERICA INC., MOMENTIVE  |                      |
| PERFORMANCE MATERIALS CHINA SPV INC.   |                      |
| Plaintiffs/Counterclaim-Defendants,  |                      |
|  |                      |
| v.   |                      |

<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Juniper Bond Holdings I LLC (9631), Juniper Bond Holdings II LLC (9692), Juniper Bond Holdings III LLC (9765), Juniper Bond Holdings IV LLC (9836), Momentive Performance Materials China SPV Inc. (8469), Momentive Performance Materials Holdings Inc. (8246), Momentive Performance Materials Inc. (8297), Momentive Performance Materials Quartz, Inc. (9929), Momentive Performance Materials South America Inc. (4895), Momentive Performance Materials USA Inc. (8388), Momentive Performance Materials Worldwide Inc (8357), and MPM Silicones, LLC (5481).

|   |   |
|---|---|
| BOKF, N.A., solely as Trustee for the MPM<br>Escrow LLC and MPM Finance Escrow Corp.        | : |
| 8.875% First Priority Senior Secured Notes due<br>2020,                                     | : |
| Defendant/Counterclaim-Plaintiff.   | : |
|   | : |
|   | : |
|   | X |
| MOMENTIVE PERFORMANCE MATERIALS<br>INC., MOMENTIVE PERFORMANCE<br>MATERIALS WORLDWIDE INC., | : |
| MOMENTIVE PERFORMANCE MATERIALS<br>USA INC., JUNIPER BOND HOLDINGS I LLC,                   | : |
| JUNIPER BOND HOLDINGS II LLC, JUNIPER<br>BOND HOLDINGS III LLC, JUNIPER BOND                | : |
| HOLDINGS IV LLC, MOMENTIVE  | : |
| PERFORMANCE MATERIALS QUARTZ, INC.,   | : |
| MPM SILICONES, LLC, MOMENTIVE   | : |
| PERFORMANCE MATERIALS SOUTH   | : |
| AMERICA INC., MOMENTIVE   | : |
| PERFORMANCE MATERIALS CHINA SPV   | : |
| INC.  | : |
|   | : |
| Plaintiffs,   | : |
| v.  | : |
|   | : |
| WILMINGTON TRUST, N.A., solely as Trustee<br>for the Momentive Performance Materials Inc.   | : |
| 10% Senior Secured Notes due 2020,  | : |
|   | : |
| Defendant.  | : |

X

**DEBTORS' COUNTER-DESIGNATION OF THE RECORD ON APPEAL  
PURSUANT TO BANKRUPTCY RULE 8006**

Debtors Momentive Performance Materials Inc. ("MPM"), Momentive Performance Materials Worldwide Inc., Momentive Performance Materials USA Inc., Juniper Bond Holdings I LLC, Juniper Bond Holdings II LLC, Juniper Bond Holdings III LLC, Juniper Bond Holdings IV LLC, Momentive Performance Materials Quartz, Inc., MPM Silicones, LLC, Momentive Performance Materials South America Inc., and Momentive Performance Materials China SPV

Inc. (collectively, the “**Debtors**”),<sup>2</sup> by and through their undersigned counsel, respectfully submits this Counter-Designation of the Record on Appeal Pursuant to Bankruptcy Rule 8006 in response to the Designation Of Record By Appellants The First Lien and 1.5 Lien Trustees Pursuant to Federal Rule of Bankruptcy Procedure 8006, dated September 15, 2014 [Dkt. 1014], submitted by the First Lien Trustee and the 1.5 Lien Trustee (collectively the “**Trustees**”).

The Debtors submit that the items counter-designated below are to be designated in addition to the items designated by the Trustees. The Debtors reserve their right to designate additional items for inclusion in the record. For items designated, the designation includes all documents referenced with the particular document number including, without limitation, all statements, appendices, exhibits, attachments, declarations, and affidavits related thereto.

**Counter-Designation of Contents of the Record on Appeal**

1. Ad Hoc Committee Joinder to Opening Brief in Support of Plan Confirmation and Declaratory Judgment Actions [Docket No. 678].
2. Joinder in Debtors’ Omnibus Reply to Cramdown Objections to the Debtors’ Joint Chapter 11 Plan of Reorganization [Docket No. 869].
3. Supplemental Memorandum of Law in Support of Reply of Ad Hoc Committee of Second Lien Noteholders to (I) Objection of BOKF, NA, as First Lien Successor Trustee, to Debtors’ Joint Chapter 11 Plan and (II) Objection of Wilmington Trust, National Association, as Indenture Trustee, to Confirmation of Debtors’ Proposed Joint Chapter 11 Plan of Reorganization [Docket No. 896].
4. Declaration of William H. Carter dated August 12, 2014.
5. Declaration of William Q. Derrough dated August 15, 2014 (Releases).

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<sup>2</sup> The Ad Hoc Committee of Second Lien Noteholders and Apollo Global Management LLC and certain of its affiliated funds hereby join in these designations.

6. Declaration of William Q. Derrough dated August 15, 2014 (Cramdown).
7. Joint designations from the depositions of William Carter (dated June 4, 2014 and July 24, 2014), Zul Jamal (dated July 22, 2014), and David Sambur (dated July 21, 2014) submitted in connection with Confirmation.

Dated: September 15, 2014

WILLKIE FARR & GALLAGHER LLP

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